

RECORDATION NO.

23921-1

FILED

JAN 31 '03

11-45AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 31, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (Equipment Schedule 04), dated as of January 29, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23921.

The names and addresses of the parties to the enclosed document are:

Lessor:	Key Equipment Finance (a division of Key Corporate Capital, Inc.) 66 South Pearl Street Albany, NY 12203
Lessee:	Entergy Gulf States Inc. 639 Loyola Avenue L-ENT-15E New Orleans, LA 70113

A description of the railroad equipment covered by the enclosed document is:

55 railcars EGSX 951001 – EGSX 951055

Mr. Vernon A. Williams  
January 31, 2003  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement (Equipment Schedule 04)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 23921-D FILED

JUN 31 '03 11-45 AM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 04

Dated as of January 29, 2003

between

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.,  
Lessor

and

ENTERGY GULF STATES, INC.  
Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on January \_\_, 2003, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

This Memorandum of Lease Agreement is between ENTERGY GULF STATES, INC., a Texas corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC., a Michigan corporation ("Lessor").

**W I T N E S S E T H**

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 04 thereto dated as of January 29, 2003 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor Fifty-five (55) aluminum BethGon CoalPorter railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Lessor:**

**Lessee:**

**Key Equipment Finance, a Division  
of Key Corporate Capital Inc.**

**Entergy Gulf States, Inc.**

By: 

By: \_\_\_\_\_

Name: MICHAEL A. WOOD

Name: \_\_\_\_\_

Title: REGIONAL BUSINESS UNIT MGR

Title: \_\_\_\_\_

## MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is between ENTERGY GULF STATES, INC., a Texas corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC., a Michigan corporation ("Lessor").

### WITNESSETH

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 04 thereto dated as of January 29, 2003 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor Fifty-five (55) aluminum BethGon CoalPorter railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Lessor:**

**Lessee:**

**Key Equipment Finance, a Division  
of Key Corporate Capital Inc.**

**Entergy Gulf States, Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_

By: Nathan E. Langston  
Name: NATHAN E. LANGSTON

Title: \_\_\_\_\_

Title: SENIOR VICE PRESIDENT AND  
CHIEF ACCOUNTING OFFICER

STATE OF New York )  
 ) ss.:  
COUNTY OF Albany )

On this 30<sup>th</sup> (Day) day of January (Month), 2003 (Year), before me the subscriber personally appeared Michael A. Wood, who being by me duly sworn, did depose and say; that (s)he resides at Rosseter County, State of New York: that (s)he is a ~~Resident of Albany County, New York~~ of Ke Equipment Finance the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

James M. Kresoe

NOTARY PUBLIC

My Commission Expires:

JAMES M. KRESOE  
Notary Public, State of New York  
No. 01KRS05845  
Qualified in Albany County  
Commission Expires April 1, 20 06

STATE OF )  
 ) ss.:  
COUNTY OF )

On this \_\_\_\_\_ (Day) day of \_\_\_\_\_ (Month), \_\_\_\_\_ (Year), before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say; that (s)he resides at \_\_\_\_\_ County, State of \_\_\_\_\_: that (s)he is a \_\_\_\_\_ of \_\_\_\_\_, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

**STATE OF LOUISIANA**

**PARISH OF ORLEANS**

On this 29<sup>th</sup> day of January, 2003, before me the subscriber personally appeared Nathan E. Langston, who being by me duly sworn, did depose and say that he resides at Slidell, Louisiana; that he is a Senior Vice President and Chief Accounting Officer of Entergy Gulf States, Inc., the corporation described in and which executed the foregoing instruments; and that he signed his name thereto by order of the Board of Directors of said corporation.

  
\_\_\_\_\_  
Sylvia R. Bonin  
Notary Public

My Commission Expires at Death

**Exhibit A**

**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 04 dated as of January 29, 2003 to Master Equipment Lease Agreement Dated as of March 29, 2002.

**Lessor:** KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

**Lessee:** ENTERGY GULF STATES, INC.

<b><u>Quantity:</u></b>	<b><u>Description:</u></b>	<b><u>Serial No.</u></b>
1	BethGon II Railcar	EGSX951001
1	BethGon II Railcar	EGSX951002
1	BethGon II Railcar	EGSX951003
1	BethGon II Railcar	EGSX951004
1	BethGon II Railcar	EGSX951005
1	BethGon II Railcar	EGSX951006
1	BethGon II Railcar	EGSX951007
1	BethGon II Railcar	EGSX951008
1	BethGon II Railcar	EGSX951009
1	BethGon II Railcar	EGSX951010
1	BethGon II Railcar	EGSX951011
1	BethGon II Railcar	EGSX951012
1	BethGon II Railcar	EGSX951013
1	BethGon II Railcar	EGSX951014
1	BethGon II Railcar	EGSX951015
1	BethGon II Railcar	EGSX951016
1	BethGon II Railcar	EGSX951017
1	BethGon II Railcar	EGSX951018
1	BethGon II Railcar	EGSX951019
1	BethGon II Railcar	EGSX951020
1	BethGon II Railcar	EGSX951021
1	BethGon II Railcar	EGSX951022
1	BethGon II Railcar	EGSX951023
1	BethGon II Railcar	EGSX951024
1	BethGon II Railcar	EGSX951025
1	BethGon II Railcar	EGSX951026
1	BethGon II Railcar	EGSX951027
1	BethGon II Railcar	EGSX951028
1	BethGon II Railcar	EGSX951029
1	BethGon II Railcar	EGSX951030
1	BethGon II Railcar	EGSX951031
1	BethGon II Railcar	EGSX951032



1	BethGon II Railcar	EGSX951033
1	BethGon II Railcar	EGSX951034
1	BethGon II Railcar	EGSX951035
1	BethGon II Railcar	EGSX951036
1	BethGon II Railcar	EGSX951037
1	BethGon II Railcar	EGSX951038
1	BethGon II Railcar	EGSX951039
1	BethGon II Railcar	EGSX951040
1	BethGon II Railcar	EGSX951041
1	BethGon II Railcar	EGSX951042
1	BethGon II Railcar	EGSX951043
1	BethGon II Railcar	EGSX951044
1	BethGon II Railcar	EGSX951045
1	BethGon II Railcar	EGSX951046
1	BethGon II Railcar	EGSX951047
1	BethGon II Railcar	EGSX951048
1	BethGon II Railcar	EGSX951049
1	BethGon II Railcar	EGSX951050
1	BethGon II Railcar	EGSX951051
1	BethGon II Railcar	EGSX951052
1	BethGon II Railcar	EGSX951053
1	BethGon II Railcar	EGSX951054
1	BethGon II Railcar	EGSX951055